

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 2463

**CERTIFICATION OF COUNSEL REGARDING NOTICE OF FILING OF
TWENTY-SEVENTH POST-CLOSING DESIGNATION NOTICE**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 2, 2025, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “**Sale Order**”).²

2. On March 31, 2025, pursuant to the Sale Order, the Debtors filed the *Notice of Filing of Twenty-Seventh Post-Closing Designation Notice* [D.I. 2463] (the “**Notice**”). Attached

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors' corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms not defined herein are used as defined in the Sale Order.

as Exhibit A to the Notice was the *Notice of Designation of Designated Asset* from Gordon Brothers Retail Partners, LLC (“**GBRP**”) that designated four of the Debtors’ unexpired leases of nonresidential real property (the “**Leases**” on the “**Lease Schedule**”) for assumption by the Debtors and assignment to O’Reilly Automotive Stores, Inc. and O’Reilly Auto Enterprises, LLC (collectively, “**O’Reilly**”).³

3. Attached as Exhibit C to the Notice was a proposed form of order (the “**Proposed Order**”) approving the assumption and assignment for the Leases scheduled on the Lease Schedule and fixing the Cure Costs to be paid to the landlords of the respective Leases (the “**Landlords**”) at the amounts set forth on Exhibit B to the Notice.

4. Pursuant to the Notice, objections to the assumption and assignment of the Leases were to be filed no later than April 14, 2025, at 4:00 p.m. (ET). As of the date hereof, no objection or other responsive pleading to the Notice appears on the Court’s docket, and the Debtors, GBRP, and O’Reilly did not receive comments or objections, formally or informally, to the Notice regarding the O’Reilly Leases.

5. Furthermore, the Debtors understand that the Landlords for the Leases proposed to be assigned to O’Reilly have consented to the assumption and assignment of their respective leases.

6. The Proposed Order attached to the Notice has been revised solely to include only the four Leases to be assigned to O’Reilly (the “**Revised Proposed Order**”). GBRP and O’Reilly have reviewed the Revised Proposed Order and consent to its entry.

³ The Notice also designated four additional leases for assumption and assignment to other parties. However, those leases are not subject to this certification of counsel.

7. The Revised Proposed Order is attached as **Exhibit 1** hereto. For the convenience of the Court and all parties in interest, a redline comparing the Revised Proposed Order to the Proposed Order filed with the Notice is attached hereto as **Exhibit 2**.

WHEREFORE, the Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience.

Dated: April 16, 2025
Wilmington, Delaware

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